

DEPARTMENT OF FINANCIAL INSTITUTIONS
MINUTES OF MEETING
NOVEMBER 12, 1998

The Members of the Department of Financial Institutions met at 9:00 a.m., EST, at 402 West Washington Street, Room W-066, Indianapolis, Indiana, on Thursday, November 12, 1998. Members present were Norman Lowery, Chairman; Gary Smith, Vice Chairman; Tony Zaleski, Loretta Burd and Ronald Depasse. Also present from the Department were J. Philip Goddard, Chief Counsel; Deputy Director, Non-Depository Institutions and Secretary; James M. Cooper, Deputy Director, Depository Division; Mark Tarpey, Division Supervisor, Consumer Credit Division, Mark Powell, Supervisor, Credit Union Division; Kirk J. Schreiber, Sr. Bank Analyst; Gina R. Williams, Sr. Bank Analyst; and Ronda Bailey, Administrative Assistant. Representing General Credit Union, Fort Wayne, Indiana were Mr. Jerry Yerkes, President, Mr. Dave Thieme, Vice President and Ms. Kathy Knight, Vice President. Member Mr. David Baer was absent.

I. PUBLIC SESSION

A.) Attendance

B.) Date of next meeting: December 10, 1998 at 9:00 a.m., EST.

C.) A motion was made for approval of the minutes of the meeting held on September 10, 1998, by Mr. Depasse and was seconded by Mr. Smith.

DIVISION OF BANKS AND TRUST COMPANIES

1. GRABILL BANK, GRABILL, ALLEN COUNTY, INDIANA

Mr. Kirk J. Schreiber, Senior Bank Analyst, presented this application. A Plan of Exchange (the "Plan") application was filed with this Department on September 28, 1998, whereby Grabill Bancorp ("Bancorp"), Grabill, Indiana, will serve as the holding company for the Grabill Bank (the "Bank") Grabill, Indiana. Bancorp was organized by the management of Bank and will be a one bank holding company having no independent business activities of its own.

The Plan dated September 14, 1998, provides for the exchange of one (1) share of Bancorp common stock for one (1) share of Bank common stock. Bank has 9,000 shares of common stock authorized, its only class of stock, with a par value of \$100 per share. At the effective time of the common stock exchange Bank will have 9,000 shares of common stock issued and outstanding.

Bank received a satisfactory CAMELS rating as a result of its most recent examination of March 31, 1997. In addition, Bank received a satisfactory CRA and Compliance rating from the FDIC at their most recent examination.

The respective Board of Directors of Bank and Bancorp by resolution dated September 14, 1998, approved and adopted the Plan and have directed that it be submitted to the respective shareholders for their consideration, approval and adoption.

The applicant waived its option to have a public hearing on the fairness of the terms of the Plan as provided in IC 28-1-7.5-5.

The Federal Reserve Bank of Chicago approved the formation of the holding company on October 28, 1998.

The staff has concluded:

- 1.) The Plan would not adversely affect the financial stability or management of the Bank or the ability to continue the safe and sound conduct of the Bank;
- 2.) The terms and conditions of the Plan are fair and reasonable to the shareholders of the Bank; and
- 3.) The holding company has no plans to liquidate the Bank or to make any other material change that would be unfair and unreasonable to the shareholders of the Bank.

Therefore, the staff recommended approval of the Plan of Exchange.

Mr. Smith pointed out a mistake on the calculation of Total Equity Capital on page 4 of the Members packet.

A motion for approval of the application was made by Mr. Smith and seconded by Mrs. Burd.
The application was unanimously approved.

DIVISION OF CREDIT UNIONS

1. GENERAL CREDIT UNION, FORT WAYNE, ALLEN COUNTY, INDIANA

This application was presented by Mark K. Powell, Supervisor, Credit Union Division. General Credit Union has applied to the Members of the Department of Financial Institutions for approval of their proposed merger of Insurance Employees Federal Credit Union (IEFCU), Fort Wayne, Allen County, Indiana into General Credit Union (GCU). This is a voluntary merger being entered into by the Board of Directors of IEFCU after IEFCU lost their President and Vice-President simultaneously and suitable replacements could not be found. After the merger, the surviving credit union (GCU) will have increased assets of approximately \$29,000,000, slightly decreased capital from 8.86% to 8.30%, and slightly increased loan delinquency from 1.55% to 1.69%. The National Credit Union Administration (NCUA) reviewed and approved this merger on October 26, 1998. Mrs. Burd asked how

long IEFCU had operated without a management team. Mr. Yerkes (President of GCU) replied that IEFCU had operated for perhaps five weeks prior to GCU management employees being placed at IEFCU. Mr. Depasse then asked if IEFCU had lost any deposits due to the lack of management. Mr. Yerkes responded that there had not been any deposit loss and that the proposed merger had been well received by the members of IEFCU. Ms. Burd then asked for clarification of the deposit insurance provider for GCU. Mr. Powell replied that the information in the packet was in error, GCU deposits are insured by American Share Insurance not by NCUA.

Mrs. Burd made a motion for approval which was seconded by Mr. Zaleski. The motion to approve the voluntary merger of Insurance Employees Federal Credit Union into General Credit Union was unanimously approved.

2. TECH CREDIT UNION, CROWN POINT, LAKE COUNTY, INDIANA

This application was presented by Mark K. Powell, Supervisor, Credit Union Division. Tech Credit Union (TCU) has applied to the Members of the Department of Financial Institutions for approval of their proposed merger of USCO Federal Credit Union (USCOFCU), East Chicago, Lake County, Indiana into Tech Credit Union. This is a voluntary merger being entered into by the Board of Directors of USCOFCU to provide their members with the more expansive services and branch locations of TCU. Further, the sponsoring company of USCOFCU was closed in February of 1998. Mr. Powell stated that this merger would have no effect upon the balance sheet of TCU, and that the merger had been reviewed and approved by the National Credit Union Administration on September 15, 1998. Mrs. Burd asked how long USCOFCU had been in existence. Mr. Powell replied that he thought that USCOFCU had been in existence for approximately fifteen years. Mr. Zaleski inquired as to whether USCOFCU had a physical presence in East Chicago. Mr. Powell replied that the credit union offices were located inside the US Reduction Company factory. Mr. Smith asked who would manage a small credit union such as USCOFCU. Mr. Powell replied that usually the Treasurer would be paid a small hourly wage to perform the managerial functions of the credit union.

Mr. Zaleski made a motion for approval which was seconded by Mr. Smith. The motion to approve the voluntary merger of USCO Federal Credit Union into Tech Credit Union was unanimously approved.

DIRECTOR'S COMMENTS AND REQUESTS

A.) CITIZENS STATE BANK, PETERSBURG, PIKE COUNTY, INDIANA

The bank notified the Department that they closed their branch banking office that was known as the "Eastside Branch" located at Main Street and Highway 61, Petersburg, Pike County, Indiana. The office was closed on November 7, 1998 @ 8:00 a.m. **This item was for informational purposes only.**

B.) Mrs. Burd asked the status of the First Internet Bank. Mr. Cooper replied that the bank was

approved by the FDIC on October 27, 1998, and was incorporated on October 28, 1998. The bank has scheduled to open their doors for business on December 1, 1998.

- C.) Mr. Smith wanted to know if the Department would be participating in the Year-2000 examinations. Mr. Cooper replied that the Bank and Credit Unions divisions will be participating in the Year-2000 Phase II examinations that must be completed by March 31, 1999. He also informed Mr. Smith that the DFI Staff received training from the FDIC on Year-2000 Phase II examinations in October.
- D.) Due to the absence of Director Charles Phillips, Mr. James Cooper, Deputy Director, advised the Members of actions pursuant to delegated authority. Mr. Cooper asked for any questions or clarifications of the actions, which are as follows:

DIVISION OF BANK AND TRUST COMPANIES

1.) **PEOPLES BANK AND TRUST COMPANY, SUNMAN, RIPLEY COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend of \$1,282,339 to its parent holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1998, dividend payment to its shareholders. Additionally, a portion of this dividend request will be used to fund the stock repurchase program of the holding company. As of June 30, 1998, the bank's Tier I leverage capital ratio is 9.6%. Proforma Tier 1 leverage capital to average assets as of June 30, 1998, are approximately 7.51%, after the payment of the dividend. The bank's ROA as of June 30, 1998, is 1.55%. The bank's average three-year ROA is 1.42%.

The Director approved this on September 18, 1998, under Delegated Authority.

2.) **CITIZENS FIRST STATE BANK, HARTFORD CITY, BLACKFORD COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend in September of \$1,341,109 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1998, dividend payment to its shareholders and fund the stock repurchase program of the holding company. As of June 30, 1998, the bank's Tier I leverage capital ratio is 9.3%. Proforma Tier 1 leverage to average assets is approximately 7.42% after the payment of the dividend.

The bank's average three-year ROA is 1.19%. **The Director approved this on September 18, 1998, under Delegated Authority.**

3.) **INDIANA LAWRENCE BANK, NORTH MANCHESTER, WABASH COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend

in September of \$2,216,298 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1998, dividend payment to its shareholders and fund the stock repurchase program of the holding company. As of June 30, 1998, the bank's Tier I leverage capital ratio is 8.62%. Proforma Tier 1 leverage to average assets is approximately 7.41% after the payment of the dividend. The bank's average three-year ROA is 1.22%. **The Director approved this on September 18, 1998, under Delegated Authority.**

4.) **UNION BANK AND TRUST COMPANY, NORTH VERNON, JENNINGS COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend of \$1,965,354 to its parent holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1998, dividend payment to its shareholders. Additionally, a portion of this dividend request will be used to fund the stock repurchase program of the holding company. As of June 30, 1998, the bank's Tier I leverage capital ratio is 10.68%. Proforma Tier 1 leverage capital to average assets as of June 30, 1998, is approximately 8.81%, after the payment of the dividend. The bank's ROA as of June 30, 1998, is 2.52%. The bank's average three-year ROA is 2.55%. **The Director approved this on September 18, 1998, under Delegated Authority.**

5.) **UNION TRUST BANK, UNION CITY, RANDOLPH COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend in September of \$536,017 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1998, dividend payment to its shareholders and fund the stock repurchase program of the holding company. As of June 30, 1998, the bank's Tier I leverage capital ratio is 8.77%. Proforma Tier 1 leverage to average assets is approximately 7.51% after the payment of the dividend. The bank's ROA as of June 30, 1998, is 1.34%. The bank's average three-year ROA is 1.27%. **The Director approved this on September 18, 1998, under Delegated Authority.**

6.) **STONE CITY BANK OF BEDFORD, BEDFORD, LAWRENCE COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at 2606 16th Street, Bedford, Lawrence County, Indiana. The application was received on July 28, 1998. The name of the branch will be the West 16th Street Branch. Parent holding company Stone City Bancshares, Inc., Bedford, Indiana, will have the building built for the branch. Stone City Bancshares, Inc. then will lease the building to the bank per the Construction and Lease Agreement dated July 9, 1998. An independent analysis showed that the proposed price per square foot to be charged was as beneficial to the bank as any other leased property in the Bedford and Bloomington area. The term of the lease is for five years with three renewal options for an additional five years each. Annual rental payments are \$8,400 for the first year, \$10,500 for the second year, \$12,600 for the third year, \$14,700 for the fourth year and \$16,800 for the fifth year. Leasehold improvements are projected to cost \$62M and furniture,

fixtures, and equipment are estimated to cost \$136M. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the FDIC as of March 31, 1997.

The bank's three-year average ROA is 0.78%. As of March 31, 1998, the Tier I leverage capital ratio is 12.63%. Total fixed assets will increase from 27.02% before the opening of the branch to 30.80% after the branch is opened. This will be the institutions first branch.

The Director approved this on September 18, 1998, under Delegated Authority.

7.) **BUSEY BANK, URBANA, CHAMPAIGN COUNTY, ILLINOIS**

An application for issuance of a certificate of admission was received from Busey Bank. Busey Bank filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-1-22. Busey Bank is incorporated as a state chartered commercial bank in the State of Illinois. The bank intends to operate a branch banking facility in Indiana as a result of a pending merger with Busey Business Bank, Indianapolis, Marion County, Indiana. Busey Bank has appointed Louis S. Hensley, III, 10321-B North Pennsylvania Avenue, Indianapolis, Marion County, Indiana, as resident agent for service of legal process. **A Certificate of Admission was issued by the Director on September 18, 1998, under Delegated Authority.**

8.) **DEMOTTE STATE BANK, DEMOTTE, JASPER COUNTY, INDIANA**

The bank has applied to the Department for permission to amend Section (II) of its Articles of Incorporation. The indemnification provisions added as Section II to the Articles of Incorporation are intended to encompass the provisions of IC 28-13-13, as from time to time are amended. These Articles of Amendment amend no other provisions of the Articles of Incorporation. **This was approved by the Director on September 18, 1998, under Delegated Authority.**

9.) **LAKE CITY BANK, WARSAW, KOSCIUSKO COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **lots #1 & #2 Dupont Crossing West, Fort Wayne, Allen County, Indiana**. The application was received on July 29, 1998. The name of the branch will be **Lake City Bank Fort Wayne Branch**. The bank is proposing to construct a 4,900 square foot building. Cost to construct the building is estimated at \$800,000. The land will be purchased from Rogers Markets, Inc. for \$365,000. Furniture, fixtures and equipment costs are approximated at \$150,000. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank received a satisfactory CAMELS rating as a result of a joint examination conducted by the DFI and FDIC as of March 31, 1998. The bank's three-year average ROA is 1.10%. As of June 30, 1998, the Tier I leverage capital ratio is 6.62%. The investment in total fixed assets to total capital will increase from 40.34% before the proposed branch to 42.43% following the establishment of the branch. **This was approved by the Director on September 22, 1998, under Delegated Authority.**

10.) **OWEN COMMUNITY BANK, S.B., SPENCER, OWEN COUNTY, INDIANA**

The bank has asked for an extension for the establishment of its proposed branch located at **102 South Main Street, Cloverdale, Putnam County, Indiana**. The branch was approved

under delegated authority on August 13, 1997, and is to be known as **“Owen Community Bank, s.b. Cloverdale Branch.”** Unanticipated obstacles have delayed the opening of the branch. The branch is expected to open within the next month. **Approval for an extension until December 31, 1998 was approved by the Director on September 28, 1998, under Delegated Authority.**

11.) **OSSIAN STATE BANK, OSSIAN, WELLS COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **111 E. Oak Forest Drive, Bluffton, Wells County, Indiana.** The application was received on August 11, 1998. The name of the branch will be **Ossian State Bank – Bluffton Office.** The bank intends to lease the space from Mickey R. Cupp. On May 1998, the board of directors decided to bring Mr. Cupp into the “director-in-training” mode with the bank and holding company. He is not a director at the present time but plans call for this to be formalized by the end of the year. The bank provided sufficient comparables to determine the transaction was negotiated at arms-length. The bank is proposing to lease approximately 2,304-sq. ft. from Mr. Cupp. The terms of the lease call for annual rental of \$43,200 due in monthly payments of 3,600. The lease is for 20 years with an option to purchase the building at the end of the first 10-year period. Two real estate appraisers shall determine the purchase price, one of who shall be selected by the tenant and one by the landlord. Furniture, fixtures, and equipment are expected to cost \$160,000. The bank received a satisfactory CAMELS rating as a result of a joint examination conducted by the FDIC as of September 30, 1997. The bank's three-year average ROA is 0.93%. As of June 30, 1998, the Tier I leverage capital ratio is 10.53%. The investment in total fixed assets to total capital will increase from 29.83% before the proposed branch to 31.90% following the establishment of the branch. **The Director approved this on October 22, 1998, under Delegated Authority.**

12.) **THE NEW WASHINGTON STATE BANK, NEW WASHINGTON, CLARK COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **8509 Old State Road 60, Sellersburg, Clark County, Indiana.** The application was received on October 13, 1988. The name of the branch will be **Sellersburg Branch of the New Washington State Bank.** The bank is proposing to purchase a one-acre tract of land from Heritage Properties for \$300,000 and place a mobile bank building on the land. The bank already owns the mobile bank building. It is anticipated that it will cost \$7M to move the mobile bank building to the land and \$16,000 to remodel it. Furniture, fixtures, and equipment are anticipated to cost \$29,000 and a stand alone ATM will cost \$61,000. No insider relationship exists between the seller and any insiders of the bank. As such, the transaction is considered to have been negotiated at arms-length. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the DFI as of September 30, 1997. The bank's three-year average ROA is 1.33%. As of June 30, 1998, the Tier I leverage capital ratio is 8.27%. The investment in total fixed assets to total capital will increase from 18.62% before the proposed branch to 22.35% following the establishment of the branch. **The Director approved this on October 22, 1998, under Delegated Authority.**

13.) **NBD BANK, ELKHART, ELKHART COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **100 East Shopping Place, Elkhart, Elkhart County, Indiana**. The application was received on October 2, 1998, and the branch is to be known as **"East Drive-In Branch."** No insider relationship exists between any insiders of the bank and any of the parties involved. The proposed branch is a 1,067 square foot drive-in branch facility to be constructed in the Easy Shopping Place strip mall near downtown Elkhart. The branch will have five drive-in lanes and two drive-in ATM's with no lobby service. The bank is leasing the space from M. Eleanor Miller Testamentary Trust, Elkhart, Indiana, for an annual rental of \$76,950 due in equal monthly installments. The term of the lease is for ten years with two, five year renewal options. The estimated cost for furniture, fixtures, and equipment is \$300M. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the DFI as of June 30, 1997. The bank's three-year average ROA is 1.67%. As of June 30, 1998, the Tier 1 leverage capital ratio is 11.11%. The investment in total fixed assets to total capital will increase from 12.36% before the proposed branch to 12.70% after the investment in the branch. This will be the institution's fifteenth branch. **The Director approved this on October 22, 1998, under Delegated Authority.**

14.) **FIFTH THIRD BANK OF CENTRAL INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **5718 Crawfordsville Road, Indianapolis, Marion County, Indiana**. The application was received on October 20, 1998, and the branch is to be known as **"Speedway Mall Bankmart."** No insider relationship exists between any insiders of the bank and any of the parties involved. The proposed branch is a 455 square foot, two room office inside a Kroger Grocery Store. The bank is leasing the space from The Kroger Company, Cincinnati, Ohio, for an annual rental of \$24M due in equal monthly installments. The term of the lease is for five years with one, five year renewal option. The estimated cost for furniture, fixtures, and equipment is \$115M and leasehold improvements are estimated at \$60M. The bank received a satisfactory CAMELS rating as a result of a joint examination conducted by the FRB and DFI as of January 31, 1998. The bank's three-year average ROA is 1.36%. As of June 30, 1998, the Tier 1 leverage capital ratio is 9.30%. The investment in total fixed assets to total capital will increase from 9.86% before the proposed branch to 9.99% after the investment in the branch. This will be the institution's thirty-fifth branch.

The Director approved this on October 22, 1998, under Delegated Authority.

15.) **FIFTH THIRD BANK OF CENTRAL INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied to the Department for permission to amend Article 7(a) of its Articles of Reorganization. Approval of the amendment will allow the bank to change its name to **"Fifth Third Bank, Indiana."** The effective date of the amendment will be the date it is filed with the Secretary of State. **This was approved by Action Taken by the Director on October 28, 1998.**

DIVISION OF CREDIT UNIONS

1.) INDIANA TELCO CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

A.M. Relocation – Carmel – 20 members
Pearce Lighting – Indianapolis – 10 members
Polly Panda Preschool and Child Development Center – Indianapolis – 45 members
PI Research, Inc. – Indianapolis – 40 members
Communications Products, Inc. – Indianapolis – 110 members
Investment One, Inc. – Greenwood – 3 members

The Director approved this on September 21, 1998, under Delegated Authority.

2.) TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Elrod Daycares, Inc. – Winona Lake – 6 members
Dad's Garage Doors, Inc. – Knox – 5 members
Old Fort Building Supply of South Bend, Inc. – South Bend – 16 members
Somebody Loves You Day Care – Mishawaka – 1 member
Moore Document Solutions – Rochester – 105 members
D&W, Inc. – Elkhart – 90 members
Warsaw Wesleyan Church – Warsaw – 615 members
SCS Credit Corp. – Mishawaka – 14 members
Instant Auto Finance – Mishawaka – 29 members
Quality Car Care – Osceola – 11 members
River Park United Methodist Church – South Bend – 210 members
Michiana Movers, Inc. – South Bend – 32 members
Lochmondy's Auto Body Repair – Niles, MI – 4 members
North Judson Pallet Co., Inc. – North Judson – 15 members
On Call Mobile Services, Inc. – Mishawaka – 10 members
Panzica Building Corp. – South Bend – 15 members
WFMS/WGLD/WGRL Radio – Indianapolis – 100 members
4K Ice Co., Inc. – South Bend – 8 members
Berry Bearing Co. – Warsaw – 10 members
Car Care, Inc. – Indianapolis – 35 members

Carlisle Excavating, Inc. – New Carlisle – 5 members
Unifrax Corp. (New Carlisle Facility) – New Carlisle – 150 members
Cardinal Corp. d/b/a Weaver Screen Printers – Mishawaka – 14 members
BSW, Inc. d/b/a Sunrise Cafe – South Bend – 5 members
Gerard Homes, Inc. – Mishawaka – 7 members

The Director approved this on September 22, 1998, under Delegated Authority.

3.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Al Reynolds, Inc. – Greensburg – 21 members
Community Care Center – Indianapolis – 65 members
Frank M. Adams, Jr. & Associates Architects – Columbus – 5 members
Hendley & Son Transportation – Seymour – 5 members
Long's Mobile Homes, Inc. – Madison – 22 members
Madison Tool & Dye – Madison – 40 members
Williams Food Services – Louisville, KY – 150 members

The Director approved this on September 29, 1998, under Delegated Authority.

4.) TECH CREDIT UNION, CROWN POINT, LAKE COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Miller Honda – Merrillville – 18 members
Premier Hospice, Inc. – Merrillville – 25 members
Northwest Indiana Newspapers, Inc. d/b/a The Times – Munster – 525 members
Antenna Networks of America – Chicago, IL – 11 members
Wright Home Health Care – Gary – 33 members
Peace United Church of Christ – Merrillville – 80 members

The Director approved this on October 1, 1998, under Delegated Authority.

5.) INDIANA MEMBERS CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more

qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union.

Sports World Ministries, Inc. – Indianapolis – 9 members
Holbrook Manufacturing, Inc. – Franklin – 35 members
Roasters Rotisserie, Inc. – Indianapolis – 6 members
Designs for Health Institute – Boulder, CO – 2 members
P. L. Porter Automotive, Inc. – Westfield – 500 members
Brightpoint, Inc. – Indianapolis – 600 members
Westfield Associates, d/b/a Sanders Glen – Westfield – 15 members
DEPCO, Inc. – Noblesville – 26 members
Standard Die Supply, Inc. – Indianapolis – 105 members
Things To Come Mission, Inc. – Indianapolis – 40 members
Flaherty & Collins, Inc. – Indianapolis – 230 members
Emergency Physicians of Delaware County, Inc. – Muncie – 10 members
Tivoli Systems – Indianapolis – 250 members
Indianapolis Colts – Indianapolis – 80 members
Companion Animal Hospital & The Downtown Veterinarian – Carmel – 22 members
Alt & Witzig Engineering, Inc. – Indianapolis – 225 members
Traders Point Christian Church – Indianapolis – 50 members
Warren Whittaker Insurance Agency – Beech Grove – 6 members

The Director approved this on October 1, 1998, under Delegated Authority.

6.) UNITED CREDIT UNION, WARSAW, KOSCIUSKO COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Warsaw Wesleyan Church – Warsaw – 400 members

The Director approved this on October 8, 1998, under Delegated Authority.

7.) MEMBERS ADVANTAGE CREDIT UNION, MICHIGAN CITY, LAPORTE COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Saint Patrick Catholic Church – Chesterton – 6,000 members
M.C. Auto Supply – Michigan City – 6 members
Abacus Design and Printing – Michigan City – 5 members

The Director approved this on October 8, 1998, under Delegated Authority.

8.) GENERAL CREDIT UNION, FORT WAYNE, ALLEN COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Hoosier Pride Plastics, Inc. – Fort Wayne – 23 members

The Director approved this on October 8, 1998, under Delegated Authority.

9.) DOUBLE ELEVEN CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Tom Roush, Inc. – Indianapolis – 60 members

Inskeep Ford-Mercury – Greenfield – 42 members

Capitol City Ford – Indianapolis – 86 members

The Director approved this on October 13, 1998, under Delegated Authority.

10.) PERFECT CIRCLE CREDIT UNION, HAGERSTOWN, WAYNE COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Erb Lumber, Inc. – New Castle – 15 members

The Director approved this on October 16, 1998, under Delegated Authority.

11.) INDIANA TELCO CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of

Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Crossroads Rehabilitation & Industrial Services – Indianapolis – 235 members
K.R. Montgomery & Associates, Inc. – Anderson – 12 members
Southwood Assembly – Indianapolis – 130 members
Caterpillar Logistics Services, Inc. – Indianapolis – 78 members
Union Chapel United Methodist Church – Indianapolis – 330 members
Wild Birds Unlimited, Inc. – Carmel – 40 members
Fishers Veterinary Associates, Inc. – Fishers – 27 members
Westview Hospital – Indianapolis – 428 members

The Director approved this on October 20, 1998, under Delegated Authority.

12.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Bradbury's Waterin Hole, Inc. – Columbus – 22 members
CMH Homes, Inc./dba LUV Homes – Madison – 6 members
Coldwell Bank Martin-Miller-Lamb & Associates – North Vernon – 10 members
Hukill Technical Service – Seymour – 1 member
Indiana Precision Forge, LLC – Shelbyville – 29 members
KB Specialty Foods – Greensburg – 279 members
Musicland Group – On-Cue – Madison – 8 members
Nancy's Nook & Nursery, Inc. – Columbus – 25 members
P&P Fashion Homes, Inc. – Madison – 12 members
Security 2 – Columbus – 30 members
Seymour Health & Fitness Club – Seymour – 12 members
Sparkle Car Wash – Columbus – 20 members
Tree City Tool & Engineering Company, Inc. – Greensburg – 24 members
Triangle Electric, Inc. – Seymour – 10 members
Zipp-Express, Inc. – Columbus – 20 members
Crimmins Property Services – South Bend – 8 members

The Director approved this on October 30, 1998, under Delegated Authority.

13.) TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

Request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following

organizations into the field of membership of the credit union:

Environmental Solutions Midwest, Inc. – Plymouth – 1 member
Denaut Construction Company, Inc. – Plymouth – 1 member
Kid's World Daycare – Fishers – 30 members
Restaurant Operations, Inc. – Plymouth – 70 members
Logan Ridge Duplexes, Inc. – Plymouths – 3 members
ISK Magnetics, Inc. – Valparaiso – 50 members
Bud's Fish'n Hole – Huntington – 5 members
BJP, Inc. – Walkerton – 12 members
Photo World – Crawfordsville – 4 members
Wayne Metal Products Company, Inc. – Markle – 220 members
Check'n Go of Indiana, Inc. – Mason, OH – 150 members
Western & Southern Life Insurance Company – Fort Wayne – 1 member
Emergency Drain Service – South Bend – 2 members
Lake City Medical Products, Inc. – Warsaw – 48 members
Crimmins Carpet Services – South Bend – 8 members
Crimmins Property Services – South Bend – 8 members
Al Matlock Construction – Mishawaka – 2 members
Alternative Mobility, Inc. – South Bend – 6 members
Johnson Petroleum, Inc. – Huntington – 25 members
Johnson Junction, Inc. – Huntington – 75 members

The Director approved this on October 30, 1998, under Delegated Authority.

DIVISION OF CONSUMER CREDIT

- 1.) **HomeFree Mortgage Company, LLC** is requesting a consumer loan license. Applicant is based in Charlotte, NC. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by attorney/title company. They currently operate in nine states. Applicant is recommended for approval. **The Director approved this on September 23, 1998, under Delegated Authority.**
- 2.) **Meritage Mortgage Corporation** is requesting a consumer loan license. Applicant is based in Lake Oswego, OR. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in 31 states. Applicant is recommended for approval. **The Director approved this on September 23, 1998, under Delegated Authority.**
- 3.) **One Stop Mortgage, Inc.** is requesting a consumer loan license. Applicant is based in Irvine, CA. They will have a loan office in Indianapolis. They will be making second mortgage loans. They will not be servicing their loans. They currently operate in ten states. Applicant is recommended for approval. **The Director approved this on September 23, 1998, under**

Delegated Authority.

- 4.) **Pay Day Loans, Inc.** is requesting a consumer loan license. Applicant is based in Indianapolis. They will be making single pay, less than 30 days (payday) loans. They will be servicing their loans. The applicant is aware of the disclosure requirements and specific provisions governing this type of specialized loan. Applicant is recommended for approval. **The Director approved this on September 23, 1998, under Delegated Authority.**
- 5.) **PM Mortgage Corporation** is requesting a consumer loan license. Applicant is based in Glen Ellyn, IL. Loans in Indiana will be made at Greenwood. They will be making second mortgage loans. They will not be servicing their loans. Applicant is recommended for approval. **The Director approved this on September 23, 1998, under Delegated Authority.**
- 6.) **Quick Cash of Indiana, L.L.C.** is requesting a consumer loan license. Applicant is based in Kokomo, IN. They will be making single pay, less than 30 days (payday) loans. They will be servicing their loans. Applicant is aware of the disclosure requirements and specific provisions governing this type of specialized loan. Applicant is recommended for approval. **The Director approved this on September 23, 1998, under Delegated Authority.**
- 7.) **Toyota Motor Insurance Services, Inc.** is requesting approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in Torrance, CA. There is a contractual liability policy issued by Toyota Motor Insurance Co. The initial dealer requesting approval is Beck Toyota. The terms of agreement are: 1. Maximum charge to customer is \$385. 2. Free look period of 30 days. 3. Customer deductible up to \$500. 4. Voluntary, not a condition to the extension of credit. 5. Refund upon prepayment in full of credit agreement based on a pro-rata calculation. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202(1)(c). **The Director approved this on September 23, 1998, under Delegated Authority.**
- 8.) **American Payment Guardian, Inc.** is requesting approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based at Mount Prospect, IL. There is a contractual liability policy issued by Great American Insurance. The initial dealer requesting approval is Paul Goeke, Inc. in Noblesville. The terms of agreement are: 1. Maximum charge to customer is \$395. 2. Free look period of 60 days. 3. Customer deductible up to \$500. 4. Voluntary, not a condition to the extension of credit. 5. Refund upon prepayment in full of credit agreement based on rule of 78ths less a \$35 service charge. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202(1)(c). **The Director approved this on September 23, 1998, under Delegated Authority.**

- 9.) **Lyndon American, Inc.** is requesting approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based at St. Louis, MO. There is a contractual liability policy issued by Lyndon Property Insurance Co. The initial dealer requesting approval is Butler Toyota in Indianapolis. The terms of agreement are: 1. Maximum charge to customer is \$395. 2. Free look period up to 60 days. 3. Customer deductible up to \$1,000. 4. Voluntary, not a condition to the extension of credit. 5. Refund upon prepayment in full of credit agreement based on rule of 78ths. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202(1)(c). **The Director approved this on September 23, 1998, under Delegated Authority.**

APPROVED:

ATTEST:

Norman Lowery, Chairman

J. Philip Goddard, Secretary